Entered on Docket
January 26, 2011

Hon. Bruce A. Markell
United States Bankruptcy Judge

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and Debtor-in-Possession

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF NEVADA

In re:	)	Case No. 10-32725-BAM
	)	
Ad Systems Communications, Inc.,	)	Chapter 11
	)	
Debtor.	)	Hearing Date: January 18, 2011
	)	Hearing Time: 10:00 a.m.

ORDER UNDER 11 U.S.C. §§ 327(a), 328 AND 329 AND FED R. BANKR. P. 2014 AND 2016 AUTHORIZING THE EMPLOYMENT AND RETENTION OF THE SCHWARTZ LAW FIRM, INC. AS ATTORNEYS FOR THE DEBTOR-IN-POSSESSION

Upon the application (the "**Application**")[1] of Ad Systems Communications, Inc., the debtor and debtor in possession in the above captioned case (the "**Debtor**"), for the entry of an order pursuant to 11 U.S.C. § 327(a), 328, 329, and 331, Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**") authorizing the employment and

[1] Any capitalized term not expressly defined herein shall have the meaning ascribed to that term in the Application.

retention of The Schwartz Law Firm, Inc., ("**SLF**") as counsel for the Debtor; and upon the Declaration and Statement of Samuel A. Schwartz sworn to on December 7, 2010 (the "**Schwartz Declaration**"); and the Court being satisfied with the representations made in the Application and the Schwartz Declaration that SLF represents no interest adverse to the Debtor's estates with respect to the matters upon which SLF is to be engaged, that SLF is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and that SLF's appointment is necessary and is in the best interests of the Debtor's estate, its creditors and other parties-in-interest; and upon the record of the hearing held on the Application; and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and after due deliberation thereon, and all parties appearing having an opportunity to be heard; and good and sufficient cause appearing therefore, it is hereby:

ORDERED that the Application is **GRANTED**; and it is further

ORDERED that Pursuant to 11 U.S.C. §§ 327(a), 328, 329 and 331 and Bankruptcy Rules 2014 and 2016, the Debtor is authorized to employ and retain SLF as its attorneys to perform the services set forth in the Application and Engagement Agreement, a copy of which is attached to the Application as Exhibit B; and it is further

ORDERED that the hourly rates and billing structure described in the Application are hereby approved pursuant to section 328 of the Bankruptcy Code, subject to adjustment in accordance with SLF's customary practices; and it is further

ORDERED that SLF shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules and Local

Rules as may then be applicable, from time to time, and such procedures as may be fixed by order of this Court; and it is further

ORDERED that the Debtor is authorized to pay SLF's fee and to reimburse SLF for its costs and expenses as provided in the Engagement Agreement and SLF is authorized to file fee applications on a monthly basis, starting on December 6, 2010, the date of filing; and it is further

ORDERED that SLF shall be required to send notice of its monthly interim fee applications to the Debtor, the office of the U.S. Trustee and those creditors requesting notice in this case; and it is further

ORDERED that SLF shall be required to submit full interim fee applications every one hundred twenty (120) days to all creditors; and it is further

ORDERED that upon the approval of any of SLF's interim fee applications, only ninety percent (90%) of all approved fees shall be paid and ten percent (10%) of the approved interim fees shall to remain in SLF's trust pending final approval of SLF's fees and costs; and it is further

ORDERED that as provided by Fed. R. Bankr. P. 7062, this Order shall be effective and enforceable immediately upon entry.

Submitted by:

The SCHWARTZ LAW FIRM, INC.

By /s/ Samuel A. Schwartz
Samuel A. Schwartz, Esq., NBN 10985
701 E. Bridger Ave., Suite 120
Las Vegas, NV 89101
Attorneys for the Debtor

SUBMISSION TO COUNSEL FOR APPROVAL PURSUANT TO LR 9021

In accordance with LR 9021, counsel submitting this document certifies that the order accurately reflects the court's ruling and that (check one):

_____ The court has waived the requirement set forth in LR 9021(b)(1).

__X__ No party appeared at the hearing or filed an objection to the motion.

_____ I have delivered a copy of this proposed order to all counsel who appeared at the hearing, and any unrepresented parties who appeared at the hearing, and each has approved or disapproved the order, or failed to respond, as indicated below [list each party and whether the party has approved, disapproved, or failed to respond to the document]:

_____ I certify that this is a case under Chapter 7 or 13, that I have served a copy of this order with the motion pursuant to LR 9014(g), and that no party has objected to the form or content of this order.

APPROVED:

DISAPPROVED:

FAILED TO RESPOND:

Submitted by:

The SCHWARTZ LAW FIRM, INC.

By /s/ Samuel A. Schwartz
Samuel A. Schwartz, Esq., NBN 10985
701 E. Bridger Ave., Suite 120
Las Vegas, NV 89101
Attorneys for the Debtor

# # #

CERTIFICATE OF NOTICE

District/off: 0978-2 User: castellan Page 1 of 1 Date Rcvd: Jan 26, 2011
Case: 10-32725 Form ID: pdf984 Total Noticed: 2

The following entities were noticed by first class mail on Jan 28, 2011.
db +AD SYSTEMS COMMUNICATIONS INC., 495 STATE STREET, SUITE 459, SALEM, OR 97301-4387
cr +MEGAVAIL, INC., C/O GORDON SILVER, ATTN: THOMAS H. FELL, ESQ., 3960 HOWARD HUGHES PKWY., 9TH FLOOR, LAS VEGAS, NV 89169-5978

The following entities were noticed by electronic transmission.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS *****
NONE. TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jan 28, 2011 **Signature:** Joseph Speetjens